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IN THE HIGH COURT OF JUSTICE

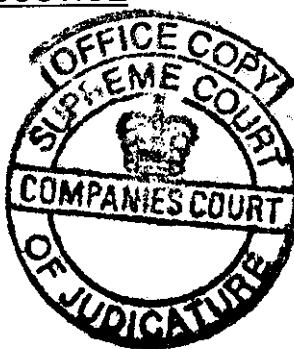
No. 3812 of 2007

CHANCERY DIVISION

COMPANIES COURT

REGISTRAR RAWSON

Wednesday, 20 June 2007



IN THE MATTER OF RESOLUTION LIFE GROUP LIMITED

-and-

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above-named Resolution Life Group Limited (hereinafter called the "**Company**") whose registered office is situated at 1 Wythall Green Way, Wythall, Birmingham, West Midlands B47 6WG on 1 June 2007 preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the said Petition and the evidence

THE COURT CONFIRMS the reduction of capital of the Company from £721,360,118 to £1 resolved on and effected by a Written Resolution dated 31 May 2007 duly approved by the sole member of the Company in accordance with section 381A of the above-mentioned Act

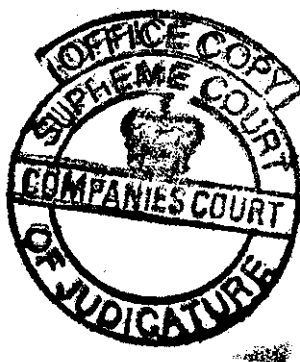
AND THE COURT APPROVES the Minute set forth in the Schedule hereto

AND IT IS ORDERED

1. that this Order be produced to the Registrar of Companies and that an Office Copy be delivered to him together with a copy of the said Minute



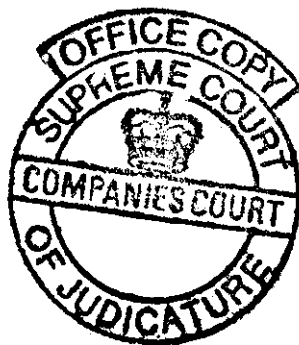
2. that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published by the Company once in "The Times" newspaper within 21 days after such registration

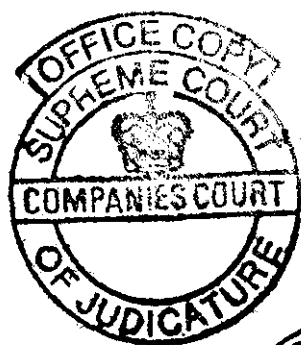


THE SCHEDULE BEFORE REFERRED TO
MINUTE APPROVED BY THE COURT

"By virtue of a written resolution taking effect as a special resolution and with the sanction of an Order of the High Court of Justice dated 20 June 2007, the share capital of Resolution Life Group Limited was reduced from £721,360,118 divided into 721,360,118 shares of £1 each to £1 comprising one share of £1. As at the date of the registration of this Minute one share has been issued and is or is deemed to be fully paid."

LT071700031





IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

REGISTRAR RAWSON

Wednesday, 20 June 2007

IN THE MATTER OF RESOLUTION LIFE
GROUP LIMITED

-and-

IN THE MATTER OF THE COMPANIES
ACT 1985

ORDER

Confirming Reduction
of Share Capital

Slaughter and May,
One Bunhill Row,
London, EC1Y 8YY.

Tel: 020 7600 1200
Ref: JCC/DZK